

**Amendments to the Claims**

Please amend Claim 13 as shown below, and cancel Claim 12. This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims**

Claims 1-10 (cancelled)

Claim 11 (previously presented). A breakwater system for use in a body of water having a floor, said breakwater system comprising:

first and second support members constructed of generally rigid elements adapted to be positioned on said floor of said body of water, said first and second support members both including a bottom frame section and a top frame section mounted on said bottom frame section to slide longitudinally thereon; and

a curtain attached between said first and second support members, said curtain being disposed at least partially within the vertical extent of said support members, wherein said first and second support members allow said curtain to freely rise or fall in response to a wave in said body of water.

Claim 12 (cancelled)

Claim 13 (currently amended). The breakwater system of claim 11 wherein a portion of said curtain is attached to each bottom frame section and another portion is attached to each top frame section.

Claim 14 (cancelled)

Claim 15 (previously presented). The breakwater system of claim 11 wherein said curtain is attached entirely to each top frame section.

Claim 16 (original). The breakwater system of claim 11 wherein said first and second support members both include a base plate and a frame assembly extending upwardly from said base plate.

Claim 17 (original). The breakwater system of claim 16 wherein said first and second support members both further include one or more weights mounted on said base plate.

Claim 18 (previously presented). The breakwater system of claim 17 wherein said one or more weights are disposed about said bottom frame section.

Claim 19 (original). The breakwater system of claim 17 wherein said first and second support members both further include one or more additional weights mounted on said base plate.

Claim 20 (original). The breakwater system of claim 16 wherein said first and second support members both further include a supplemental base plate located remote from said first-mentioned base plate and a connector element extending between said supplemental base plate and said frame assembly.

Claim 21 (original). The breakwater system of claim 11 wherein said curtain is fabricated from a material having energy absorbing qualities.

Claim 22 (original). The breakwater system of claim 11 further comprising at least one flotation device attached to said curtain.

Claim 23 (original). The breakwater system of claim 22 wherein said flotation device is attached along an upper edge of said curtain.